

RECORDATION NO. 27137 FILED

AUG 31 '07 -12 45 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

August 31, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 31, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Buyer First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Mr. Vernon A. Williams
August 31, 2007
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A description of the railroad equipment covered by the enclosed document is:

75 railcars: TILX 636833 – TILX 636907.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of August 31, 2007 ("Memorandum") is between Trinity Industries Leasing Company, a Delaware corporation ("Seller") and First Union Rail Corporation, a North Carolina corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider One (1) to Railroad Car Lease Agreement dated December 18, 2006 between Redfield Energy, LLC ("Lessee") and Seller, as amended by that certain Amendment No. 1 to Rider One (1) dated December 18, 2006 (collectively, "Rider 1"), which incorporates by reference that certain Railroad Car Lease Agreement dated December 18, 2006 (the "Master Lease") between Lessee and Seller. Rider 1 and the Master Lease, to the extent incorporated into Rider 1 are hereinafter referred to as the "Lease Documents."

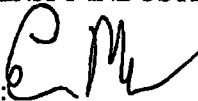
B. Buyer and Seller are parties to that certain Purchase Agreement dated August 31, 2007, and Assignment and Assumption Agreement dated August 31, 2007 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

TRINITY INDUSTRIES LEASING COMPANY

By: 

Name: Eric Marchetto

Title: Vice President

FIRST UNION RAIL CORPORATION

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: _____
Title: _____

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales and Marketing

SCHEDULE 1
Description of Equipment

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>
1	Redfield Energy, LLC	TILX 636833
2	Redfield Energy, LLC	TILX 636834
3	Redfield Energy, LLC	TILX 636835
4	Redfield Energy, LLC	TILX 636836
5	Redfield Energy, LLC	TILX 636837
6	Redfield Energy, LLC	TILX 636838
7	Redfield Energy, LLC	TILX 636839
8	Redfield Energy, LLC	TILX 636840
9	Redfield Energy, LLC	TILX 636841
10	Redfield Energy, LLC	TILX 636842
11	Redfield Energy, LLC	TILX 636843
12	Redfield Energy, LLC	TILX 636844
13	Redfield Energy, LLC	TILX 636845
14	Redfield Energy, LLC	TILX 636846
15	Redfield Energy, LLC	TILX 636847
16	Redfield Energy, LLC	TILX 636848
17	Redfield Energy, LLC	TILX 636849
18	Redfield Energy, LLC	TILX 636850
19	Redfield Energy, LLC	TILX 636851
20	Redfield Energy, LLC	TILX 636852
21	Redfield Energy, LLC	TILX 636853
22	Redfield Energy, LLC	TILX 636854
23	Redfield Energy, LLC	TILX 636855
24	Redfield Energy, LLC	TILX 636856
25	Redfield Energy, LLC	TILX 636857
26	Redfield Energy, LLC	TILX 636858
27	Redfield Energy, LLC	TILX 636859
28	Redfield Energy, LLC	TILX 636860
29	Redfield Energy, LLC	TILX 636861
30	Redfield Energy, LLC	TILX 636862
31	Redfield Energy, LLC	TILX 636863
32	Redfield Energy, LLC	TILX 636864
33	Redfield Energy, LLC	TILX 636865
34	Redfield Energy, LLC	TILX 636866
35	Redfield Energy, LLC	TILX 636867
36	Redfield Energy, LLC	TILX 636868
37	Redfield Energy, LLC	TILX 636869
38	Redfield Energy, LLC	TILX 636870
39	Redfield Energy, LLC	TILX 636871
40	Redfield Energy, LLC	TILX 636872
41	Redfield Energy, LLC	TILX 636873
42	Redfield Energy, LLC	TILX 636874
43	Redfield Energy, LLC	TILX 636875
44	Redfield Energy, LLC	TILX 636876
45	Redfield Energy, LLC	TILX 636877
46	Redfield Energy, LLC	TILX 636878
47	Redfield Energy, LLC	TILX 636879
48	Redfield Energy, LLC	TILX 636880
49	Redfield Energy, LLC	TILX 636881
50	Redfield Energy, LLC	TILX 636882

51	Redfield Energy, LLC	TILX 636883
52	Redfield Energy, LLC	TILX 636884
53	Redfield Energy, LLC	TILX 636885
54	Redfield Energy, LLC	TILX 636886
55	Redfield Energy, LLC	TILX 636887
56	Redfield Energy, LLC	TILX 636888
57	Redfield Energy, LLC	TILX 636889
58	Redfield Energy, LLC	TILX 636890
59	Redfield Energy, LLC	TILX 636891
60	Redfield Energy, LLC	TILX 636892
61	Redfield Energy, LLC	TILX 636893
62	Redfield Energy, LLC	TILX 636894
63	Redfield Energy, LLC	TILX 636895
64	Redfield Energy, LLC	TILX 636896
65	Redfield Energy, LLC	TILX 636897
66	Redfield Energy, LLC	TILX 636898
67	Redfield Energy, LLC	TILX 636899
68	Redfield Energy, LLC	TILX 636900
69	Redfield Energy, LLC	TILX 636901
70	Redfield Energy, LLC	TILX 636902
71	Redfield Energy, LLC	TILX 636903
72	Redfield Energy, LLC	TILX 636904
73	Redfield Energy, LLC	TILX 636905
74	Redfield Energy, LLC	TILX 636906
75	Redfield Energy, LLC	TILX 636907